

Attachment #2
Articles of Incorporation



The State of Texas

SECRETARY OF STATE CERTIFICATE OF INCORPORATION OF

CHOCTAW COMMUNICATIONS, INC.
FILE NUMBER : 01511494 - 00

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Filed: NOVEMBER 30, 1998
Effective: NOVEMBER 30, 1998



Alberto R. Gonzales
Secretary of State



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached
Articles of Conversion of

CHOCTAW COMMUNICATIONS, L.C.
(a Texas limited liability company)

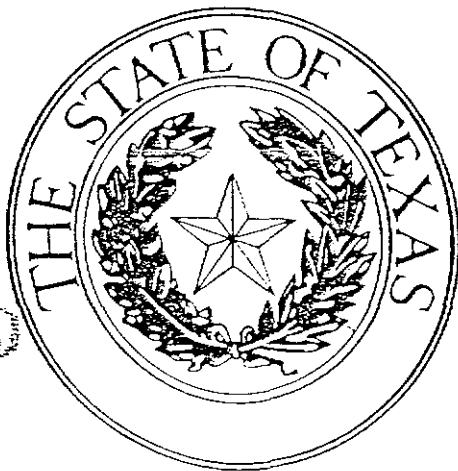
converting it to

CHOCTAW COMMUNICATIONS, INC.
(a Texas corporation)

have been received in this office and found to conform to law. ACCORDINGLY,
the undersigned, as Secretary of State, and by virtue of the authority vested in the
Secretary by law, hereby issues this Certificate of Conversion.

Filed: NOVEMBER 30, 1998

Effective: NOVEMBER 30, 1998



Alberto R. Gonzales
Secretary of State

ARTICLES OF CONVERSION

of

CHOCTAW COMMUNICATIONS, L.C. to CHOCTAW COMMUNICATIONS, INC.

FILED
in the Office of the
Secretary of State of Texas

NOV 30 1998

Corporations Section

Pursuant to the provisions of Article 10.07 et seq of the Texas Limited Liability Company Act ("TLLCA") and Article 5.17 et seq of the Texas Business Corporation Act ("TBCA"), the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Limited Liability Company Act.

1. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 10.08 of the TLLCA providing for the conversion of CHOCTAW COMMUNICATIONS, L. C, a Texas limited liability company (the "Company"), to CHOCTAW COMMUNICATIONS, Inc. a Texas corporation (the "Corporation"). The Plan of Conversion is attached hereto as Exhibit 1.
2. An executed Plan of Conversion is on file at the principal place of business of the Company at 8400 S. Gessner, Houston, Texas 77074, and from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of the Corporation at 8400 S. Gessner Houston, Texas 77074.
3. A copy of the Plan of Conversion will be furnished by the Company (prior to the Conversion) or by the Corporation (after the Conversion) on written request and without cost to any member or shareholder of the converting entity or the converted entity.

4. A copy of the Plan of Conversion was duly authorized by all action required by laws under which the Company is governed and by its constituent documents.
5. There was 100% of the Membership Interest of the Company outstanding and owned by Members prior to the Plan of Conversion.
6. All 100% of the Membership Interest of the Company were voted in favor of the Plan of Conversion.
7. Two copies of the Articles of Incorporation of the Corporation which is to be created pursuant to the Plan of Conversion are being filed with the Secretary of State with the Articles of Conversion.

IN WITNESS WHEREOF, these Articles of Conversion have been executed effective October 10, 1998, by the undersigned.

CHOCTAW COMMUNICATIONS, L.C.



Glenn Massey, President

EXHIBIT 1

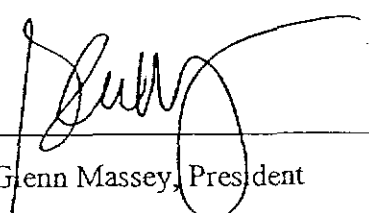
PLAN OF CONVERSION FOR CHOCTAW COMMUNICATIONS, L.C. to CHOCTAW COMMUNICATIONS, INC.

Choctaw Communications, L.C., a limited liability company organized under the laws of the State of Texas, does hereby adopt the following Plan of Conversion (the "Plan") to Choctaw Communications, Inc., a corporation incorporated under the laws of the State of Texas.

1. The name of the converting entity is Choctaw Communications, L.C., and the name of the converted entity is Choctaw Communications, Inc.
2. Choctaw Communications, L.C. shall continue its existence in the organization form of Choctaw Communications, Inc., a Texas corporation.
3. Choctaw Communications, Inc. shall be a corporation organized under the laws of the state of Texas.
4. Each member of Choctaw Communications, L. C. shall receive shares in Choctaw Communications, Inc. proportionate to their membership ownership interest in Choctaw Communications, L.C.
5. Choctaw Communications, Inc. shall be responsible for all fees and franchise taxes incurred and owned by Choctaw Communications, L.C. under law.
6. A copy of the Articles of Incorporation of Choctaw Communications, Inc. are attached hereto

CHOCTAW COMMUNICATIONS, L.C.

By: _____


Glenn Massey, President

ARTICLES OF INCORPORATION
of
CHOCTAW COMMUNICATIONS, INC.

ARTICLE ONE

The name of the corporation is Choctaw Communications, Inc.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is ten million (10,000,000) of the par value of twelve dollars (\$12.00) each.

ARTICLE FIVE

No holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

ARTICLE SEVEN

The street address of its initial registered office is 3200 West Pleasant Run Rd., Lancaster, Texas 75146, and the name of its initial registered agent at such address is Michael G. Hoffman, Esq.

ARTICLE EIGHT

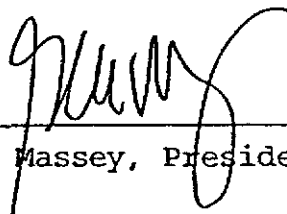
The number of directors constituting the initial board of directors is six (6) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

- | | | |
|----|----------------------|---|
| A. | A. Joe Mitchell, Jr. | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| B. | Michael G. Hoffman | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| C. | Glenn Massey | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| D. | H. Ray Atkinson | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| E. | Scott Hanley | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| F. | Gail McCulloch | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |

ARTICLE NINE

The Corporation is being organized pursuant to a plan of conversion. The converting entity is Choctaw Communications, L.C.,

a Texas limited liability company, organized on August 5, 1996. The address of Choctaw Communications, L.C. is 8400 South Gessner, Houston, Texas 77074.


Glenn Massey, President

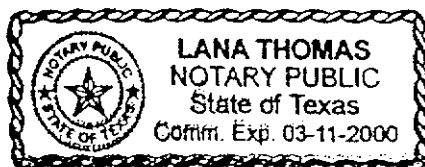
STATE OF TEXAS


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COUNTY OF DALLAS

Before me, a notary public, on this day personally appeared A. Glenn Massey, President of Choctaw Communications, L.C., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 10th day of October, 1998.




NOTARY PUBLIC, STATE OF TEXAS

**CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING
OF CHOCTAW COMMUNICATIONS, INC.**

December 11, 1998

The undersigned, being all of the directors named in the Articles of Incorporation of Choctaw Communications, Inc., a Texas corporation ("Corporation"), hereby, pursuant to the provisions of Article 9.10B of the Texas Business Corporation Act, consent to and approve the following resolutions and each and every action effected thereby:

RESOLVED, that the Articles of Incorporation for the Corporation that were submitted to, and reviewed by, the Board of Directors of the Corporation, and were certified by the Secretary of State of Texas on November 30, 1998, are approved, accepted, ratified and adopted as the Corporation's Articles of Incorporation, and shall be inserted in the minute book of the Corporation immediately preceding the minutes of this organizational meeting of the Board of Directors.

RESOLVED, that the Bylaws that were submitted to, and reviewed by, the Board of Directors of the Corporation are approved and adopted for and as the Bylaws of the Corporation, and shall be inserted in the minute book of the Corporation.

RESOLVED, that the Corporation adopt a fiscal year end of December 31.

RESOLVED, that the following officers are elected to serve until their respective successors are chosen and qualified, or, if earlier, until the death, resignation, or removal from office of such person:

President	Glenn Massey
Vice President	A. Joe Mitchell, Jr.
Vice President	Scott Hanley
Treasurer	Seth Block
Asst. Treasurer	Gary D. Egger
Asst. Treasurer	Robert Healea
Secretary	Michael G. Hoffman

RESOLVED, that the seal submitted to, and reviewed by, the Board of Directors, an impression of which is made hereto, is hereby approved and adopted as the seal of the Corporation.

RESOLVED, that the specimen share certificate submitted to, and reviewed by, the

Board of Directors is hereby approved and adopted as the form of certificate for shares to be issued to represent shares in the Corporation, and a copy of same shall be inserted in the minute book of the Corporation.

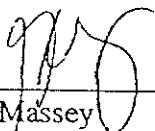
RESOLVED, that the Corporation record book, including the share transfer ledger, presented to the Board of Directors is approved and adopted as the record book and share transfer ledger of the Corporation.

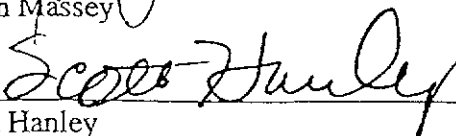
RESOLVED, that the Treasurer be and hereby is authorized to open bank account(s) on behalf of the Corporation at a financial institution for the deposit of funds of the Corporation, and that the financial institution shall require on all checks, drafts, advices of debit, notes, and other instruments or orders for payment, transfer, or withdrawal of money for whatever purpose and to whomever payable the signature of the persons whose names appear on the signature authorization cards filed with the designated financial institution.

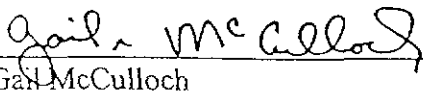
RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to cause the corporation to qualify as a foreign corporation in such jurisdictions as may be legally required by reason of the property owned, business conducted, or other activities effected by the Corporation in such jurisdictions now or at any time hereafter.

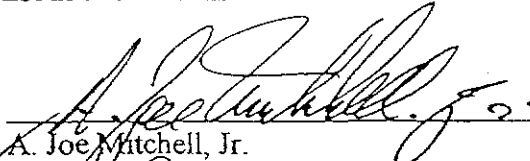
RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated, and further


IN WITNESS THEREOF, the undersigned directors of the Corporation have executed this Consent as of the date first above written.

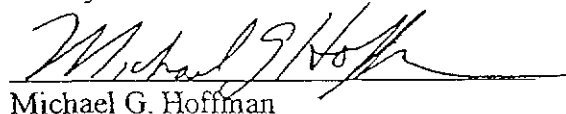

Glenn Massey


Scott Hanley


Gail McCulloch


A. Joe Mitchell, Jr.


H. Ray Atkinson


Michael G. Hoffman

Attachments:

Certificate of Incorporation
Specimen stock certificate

Articles of Incorporation
By-laws